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May 8, 2018

VIA ELECTRONIC FILING

The Honorable Jocelyn G. Boyd
Chief Clerk/Administrator
Public Service Commission of South Carolina
101 Executive Center Drive
Columbia, South Carolina 29210

Re: Joint Application and Petition of South Carolina Electric & Gas Company and Dominion Energy, Incorporated for Review and Approval of a Proposed Business Combination between SCANA Corporation and Dominion Energy, Incorporated, as May Be Required, and for a Prudency Determination Regarding the Abandonment of the V.C. Summer Units 2 & 3 Project and Associated Customer Benefits and Cost Recovery Plans;
Docket No. 2017-370-E

Dear Ms. Boyd:

By this letter, South Carolina Electric & Gas Company ("SCE&G") and Dominion Energy, Inc. ("Dominion Energy") herein reply¹ to the Response to SCE&G's and Dominion Energy's Objection to Petition to Intervene ("Response"), which was filed by Petitioner Gordon Miller on May 4, 2018 in the above-referenced docket.

First, the Response fails to identify any injury Mr. Miller has suffered or may suffer and that the Public Service Commission of South Carolina ("Commission") can redress in this matter. Mr. Miller makes clear in his Response that his intervention is premised upon unsupported allegations that the consideration offered to SCANA stockholders is significantly undervalued and that, through his proposed intervention, he can "protect himself [as a stockholder] from the unfair Merger."² See

¹ SCE&G and Dominion Energy further incorporate herein by reference the arguments and positions previously set forth in their Response in Opposition and Objection to Petition to Intervene of Gordon Miller ("Response in Opposition to Petition to Intervene"), which was filed with the Commission on April 23, 2018.

² In his Response, Mr. Miller references an alleged undervaluation of "the Company," which he defines as SCE&G. However, the identified valuation pertains to the stock of

Response at p.1 (“SCANA stockholders will receive the unfair price of just 0.6690 shares of Dominion stock ...”). Accordingly, the only grounds Mr. Miller has presented in support of his Petition to Intervene pertain to shareholder matters of companies unregulated by the Commission, which issues the Commission has previously recognized as being outside of its statutory jurisdiction. *See* Order No. 2012-622, dated August 15, 2012, Docket No. 2012-203-E (denying a petition to intervene on the grounds of shareholder status and holding that the Commission “do[es] not have the jurisdiction to address shareholder issues.”); *330 Concord Street Neighborhood Ass’n v. Campsen*, 309 S.C. 514, 442 S.E.2d 538 (Ct. App 1992) (holding that, although not bound by the doctrine of *stare decisis*, an administrative agency may not arbitrarily depart from its prior precedents).

In addition, Mr. Miller’s assertion that he can “protect himself from the Merger by successfully opposing the [Joint] Petition” is inapposite. Setting aside the fact that shareholder issues are not within the authority of the Commission to address, Mr. Miller has not identified any interest different than those held by other shareholders. Therefore, any general, common interest he may have is insufficient to satisfy the standing requirements that his claims be “particularized.” *See Sea Pines Ass’n for Protection of Wildlife v. S.C. Dep’t of Natural Resources*, 345 S.C. 594, 550 S.E.2d 287, 291 (2001). *Cf. Florence Morning News, Inc. v. Building Comm’n of City*, 265 S.C. 389, 218 S.E.2d 881 (1975 (standing requires more than a general interest common to all members of the public); *United States v. Richardson*, 418 U.S. 166, 176 (1974) (a generalized grievance “undifferentiated and ‘common to all members of the public’” is insufficient for standing).

For these reasons and the reasons identified in SCE&G and Dominion Energy’s Response in Opposition, the Petition to Intervene must therefore be denied.

If you have any questions, please do not hesitate to contact us.

Very truly yours,



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